

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
	:
In re	:
	:
MOTORS LIQUIDATION COMPANY, <i>et al.</i>,	:
f/k/a General Motors Corp., <i>et al.</i>	:
	:
Debtors.	:
	:
-----X	

Chapter 11 Case No.

09-50026 (REG)

(Jointly Administered)

**ORDER PURSUANT TO 11 U.S.C. §§ 105(a) AND
363(b)(1) AUTHORIZING THE EMPLOYMENT OF
DELOITTE TAX LLP TO PROVIDE CERTAIN TAX
ADVISORY SERVICES NUNC PRO TUNC TO JANUARY 1, 2010**

Upon the Motion, dated March 15, 2010 (the “**Motion**”)¹ of Motors Liquidation Company (f/k/a General Motors Corporation) and its affiliated debtors, as debtors in possession (collectively, the “**Debtors**”), pursuant to sections 105(a) and 363(b)(1) of title 11, United States Code (the “**Bankruptcy Code**”) for entry of an order authorizing the Debtors to employ Deloitte Tax LLP (“**Deloitte Tax**”) in accordance with the terms of the Engagement Letter to provide the Advisory Services, all as more fully described in the Motion; and due and proper notice of the Motion having been provided, and it appearing that no other or further notice need be provided; and the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors, their estates, creditors, and all parties in interest and that the legal and factual

¹ Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Motion is granted as provided herein; and it is further

ORDERED that the Debtors are authorized to employ Deloitte Tax, *nunc pro tunc* to January 1, 2010, pursuant to the terms and provisions of the Engagement Letter; and it is further

ORDERED that Deloitte Tax shall not be subject to the disinterestedness requirements of section 327 of the Bankruptcy Code in connection with its retention as authorized hereby; and it is further

ORDERED that Deloitte Tax shall file with the Court interim and final fee applications in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code, applicable Bankruptcy Rules, the Local Rules and orders of the Court, guidelines established by the U.S. Trustee, and such other procedures as may be fixed by order of this Court, including but not limited to the Court's Order Pursuant to 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for interim Compensation and Reimbursement of Expenses of Professionals [Docket No. 3711]; and it is further

ORDERED that notwithstanding anything contained in the Engagement Letter to the contrary, this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: New York, New York
April 12, 2010

s/ Robert E. Gerber
United States Bankruptcy Judge